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X-FACTOR





NEW YORK CITY, THE DESICATED,
BONE DRY, DUSTY, DOG DAYS OF
SUMMER, THINGS ARE REALLY
HEATING UP.

HOT HEADS, HOT BODIES, TEMPER
FLARE, SHORT FUSES, AN INFLAM-
MATORY SITUATION. DYNAMITE,
ANY MINUTE NOW...IT'S GONNA
BLOW SKY-HIGH!

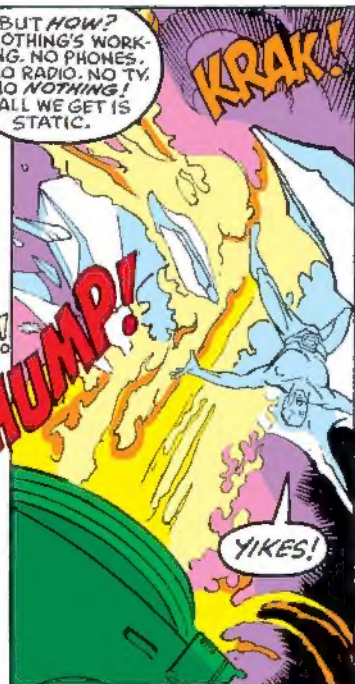
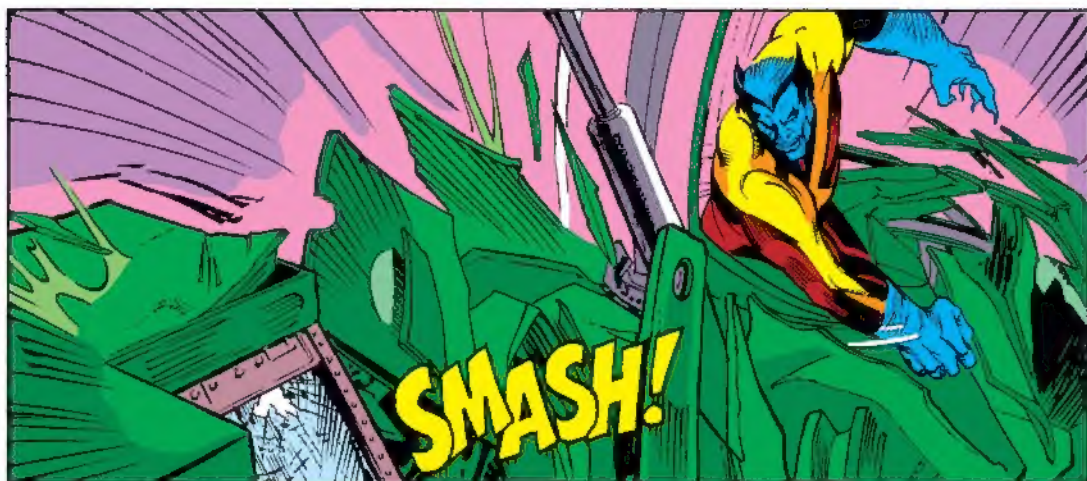
GO TO THE ORPHAN MAKER!

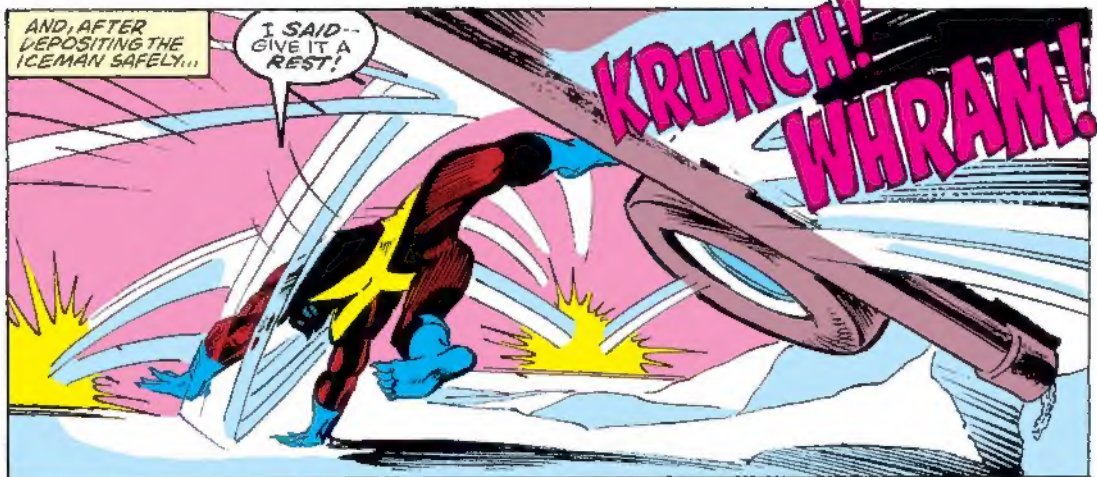
WHAT
THE
HECK?!

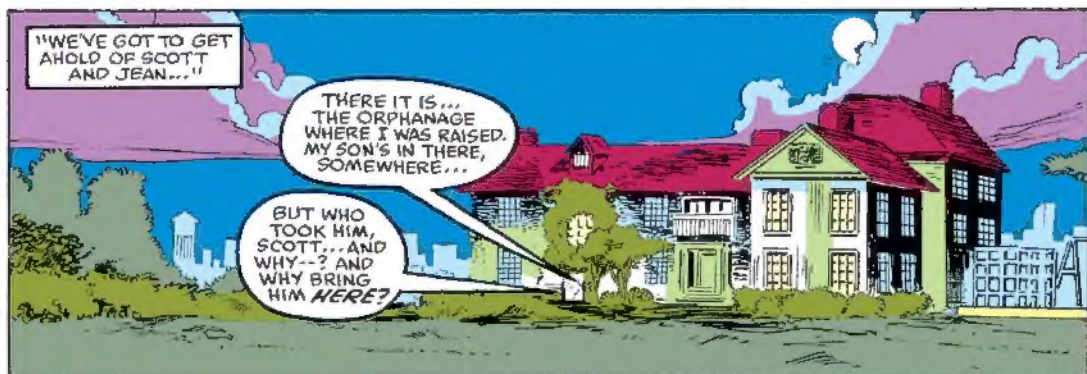
GROWWR!

UNSNAP YOUR
MANDIBLES.
YOU ANIMATE
PILE OF JUNK!

LOUISE SIMONSON TERRY SHOEMAKER JOE RUBINSTEIN JOE ROSEN PETRA SCOTSE BOB HARRAS TOM DEFALCO
WRITER GUEST PENCILER GUEST INKER LETTERER COLORIST EDITOR EDITOR-IN-CHIEF
A STAN LEE PRESENTATION







"WE'VE GOT TO GET AHEAD OF SCOTT AND JEAN..."

THERE IT IS... THE ORPHANAGE WHERE I WAS RAISED. MY SON'S IN THERE, SOMEWHERE...

BUT WHO TOOK HIM, SCOTT... AND WHY--? AND WHY BRING HIM HERE?



I DON'T KNOW, JEAN. ALL I KNOW IS THAT THEY'VE STOLEN HIM... AND I WANT HIM BACK!

WE'LL GO IN THROUGH THE DORMER WINDOW...



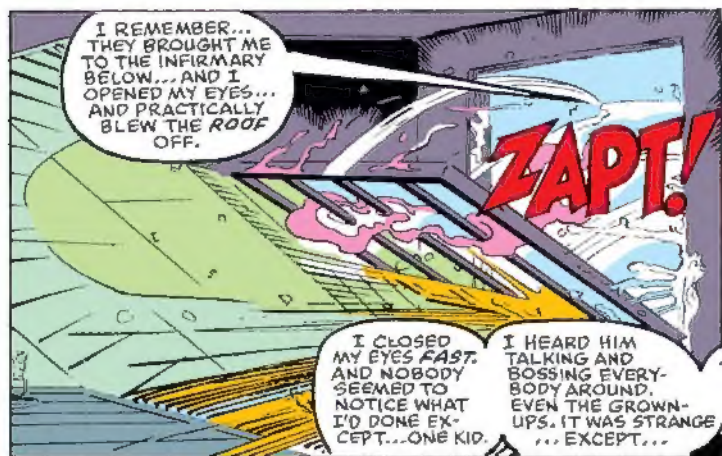
IT'S EMPTY UP THERE. NOTHING BUT COBWEBS AND JUNK. I KNOW. I USED TO HIDE IN THE ATTIC WHEN THINGS GOT BAD DOWN BELOW.

IT WAS A PLACE TO BE ALONE AND REMEMBER THE HAPPY TIMES WHEN I WAS JUST AN ORDINARY KID...



...BEFORE MY DAD'S PLANE CAUGHT FIRE AND MY MOM PUSHED MY BROTHER AND ME FROM IT SHARING A SINGLE PARACHUTE...

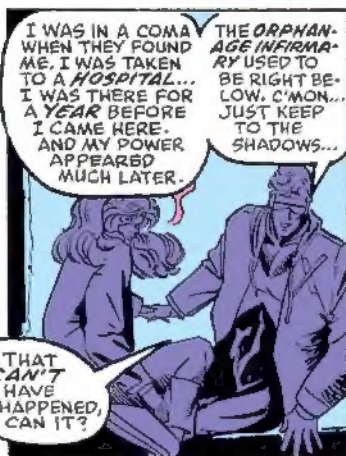
...BEFORE I CRACKED MY SKULL.



I REMEMBER... THEY BROUGHT ME TO THE INFIRMARY BELOW... AND I OPENED MY EYES... AND PRACTICALLY BLEW THE ROOF OFF.

I CLOSED MY EYES FAST. AND NOBODY SEEMED TO NOTICE WHAT I'D DONE EXCEPT... ONE KID.

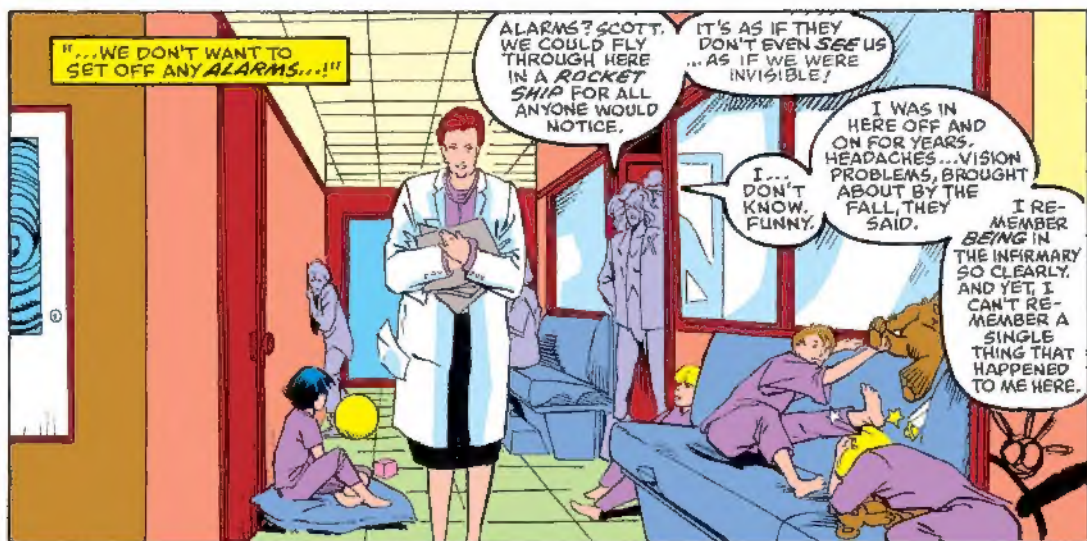
I HEARD HIM TALKING AND BOSSING EVERYBODY AROUND. EVEN THE GROWN-UPS. IT WAS STRANGE... EXCEPT...



I WAS IN A COMA WHEN THEY FOUND ME. I WAS TAKEN TO A HOSPITAL... I WAS THERE FOR A YEAR BEFORE I CAME HERE AND MY POWER APPEARED MUCH LATER.

THE ORPHAN-AGE INFIRMARY USED TO BE RIGHT BELOW. C'MON... JUST KEEP TO THE SHADOWS...

...THAT CAN'T HAVE HAPPENED, CAN IT?





I...DON'T REMEMBER ANY. I KEPT TO MYSELF AS MUCH AS POSSIBLE.

EVENTUALLY THEY SENT ME TO A SPECIALIST IN WASHINGTON. HE DISCOVERED THAT RUBY QUARTZ LENSES WOULD CONTROL MY HEADACHES.

"THE OTHER BOYS HASSLED ME ABOUT THE GLASSES. THEY WERE A PRETTY TOUGH CREW. I GUESS THEY HAD TO BE."

"ONE KID... WE CALLED HIM LEFTY...HIS REAL NAME WAS NATHAN, OF ALL THINGS..."



"...HE WAS THE LEADER. HE STOLE MY GLASSES."

HEY, RED-EYES! OPEN YOUR EYES! LOOK AT ME! CHICKEN! I DARE YOU! LOOK AT ME!

"HE KEPT TAUNTING ME TO LOOK HIM... AND I WOULDN'T."



"I KNEW THAT IF I DID, I'D BLOW A HOLE RIGHT THROUGH HIM."

"IF LOOKS COULD KILL. I...ALMOST THINK HE WANTED ME TO. I CAME SO CLOSE, BUT SOMETHING HELD ME BACK."



YOUR BETTER NATURE, PROBABLY. YOUR LOOKS CAN KILL.

BUT, DON'T YOU UNDERSTAND? IT MUST HAVE BEEN SOME KIND OF PREMONITION...OR DELUSION. I DIDN'T HAVE POWERS, THEN.

MY OPTIC BLAST EMERGED A WHILE LATER, POWERFUL. UNCONTROLLABLE. DANGEROUS.

BRAIN DAMAGE FROM MY CONCUSSION, YEARS EARLIER, HAD LEFT ME UNABLE TO CONTAIN THEIR POWER.



BUT I LEARNED THAT MY RUBY QUARTZ LENSES WOULD BLOCK THE BLAST. WITHOUT THEM, I'D DESTROY WHATEVER I LOOK AT.

I'VE MADE ENOUGH OF A BOTCH OF MY LIFE, WITHOUT HAVING THAT ON MY CONSCIENCE.

SCOTT, DARLING, THIS IS A TERRIBLE PLACE...NOT NORMAL...NOTHING LIKE NORMAL.



WHAT REALLY HAPPENED TO YOU HERE?

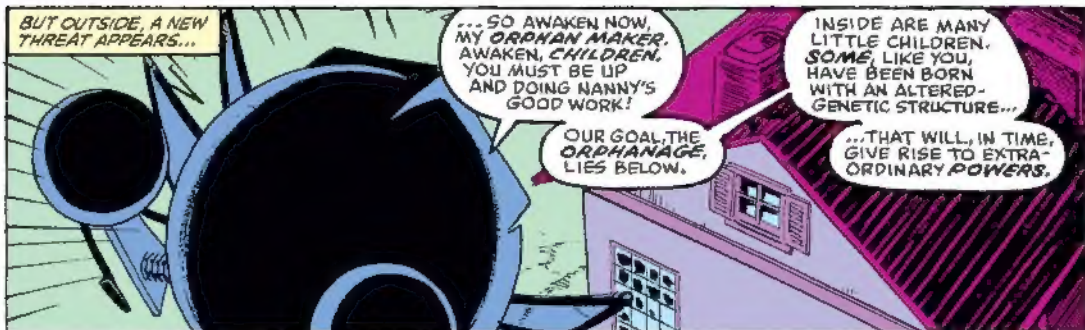
JEAN, YOU'RE OVERREACTING. I HATED IT HERE, SURE. WE ALL DID.

BUT THEY TOLD ME I WAS LUCKY THAT, DAMAGED AS I WAS, THEY LET ME STAY.

THERE WERE NO BABIES ON THAT LEVEL. MAYBE THE NEXT STORY DOWN...?

SCOTT, THAT LITTLE GIRL PROVIDED OUR FIRST CLUE. I THINK...

...WE SHOULD BEGIN OUR SEARCH IN THE BASEMENT.



BUT OUTSIDE, A NEW
THREAT APPEARS...

...SO AWAKEN NOW,
MY ORPHAN MAKER.
AWAKEN, CHILDREN.
YOU MUST BE UP
AND DOING NANNY'S
GOOD WORK!

OUR GOAL, THE
ORPHANAGE,
LIES BELOW.

INSIDE ARE MANY
LITTLE CHILDREN.
SOME, LIKE YOU,
HAVE BEEN BORN
WITH AN ALTERED-
GENETIC STRUCTURE...

...THAT WILL, IN TIME,
GIVE RISE TO EXTRA-
ORDINARY POWERS.

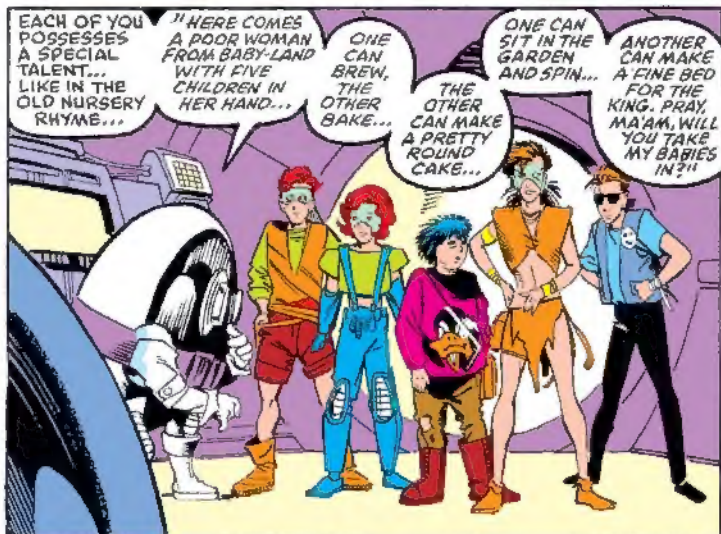


THESE
ARE THE
MUTANTS,
THE CHILDREN
WE MUST
SAVE.

BUT THERE ARE
TOO MANY FOR
NANNY AND HER
ORPHAN MAKER
TO RESCUE ALONE.

SO NANNY HAS
CHOSEN YOU FROM
AMONG ALL OF HER
LOST BOYS (AND
GIRLS).

YOU WILL
LEAD THOSE
LITTLE LAMBS
TO SAFETY.



EACH OF YOU
POSSESSES
A SPECIAL
TALENT...
LIKE IN THE
OLD NURSERY
RHYME...

"HERE COMES
A POOR WOMAN
FROM BABY-LAND
WITH FIVE
CHILDREN IN
HER HAND..."

ONE
CAN
BREW,
THE
OTHER
BAKE...

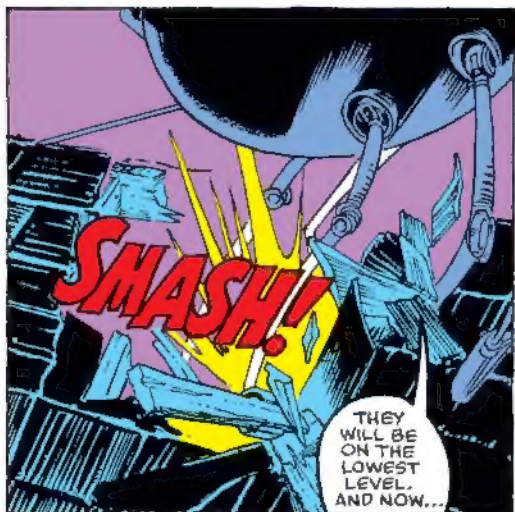
THE
OTHER
CAN MAKE
A PRETTY
ROUND
CAKE...

ONE CAN
SIT IN THE
GARDEN
AND SPIN...

ANOTHER
CAN MAKE
A FINE BED
FOR THE
KING. PRAY,
MAM, WILL
YOU TAKE
MY BABIES
IN?"

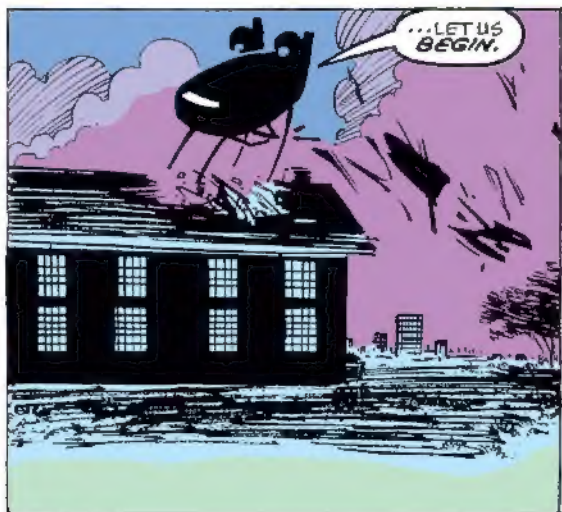


SO, WE WILL
TAKE THE
BABIES IN.



SMASH!

THEY
WILL BE
ON THE
LOWEST
LEVEL.
AND NOW...



...LET US
BEGIN.

WHILE MANY
STORIES BELOW...



I DON'T REMEMBER THE ORPHANAGE HAVING AN ELEVATOR.

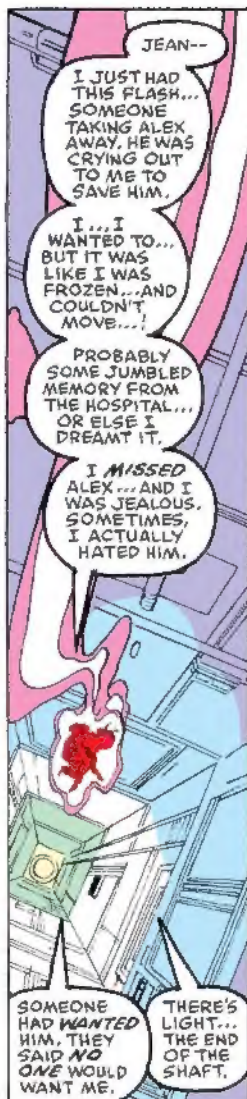
YOU WEREN'T SUPPOSED TO, IT WAS HIDDEN.

IT COULD HAVE BEEN ADDED, OF COURSE. LATER... AFTER I LEFT.

GET REAL, SCOTT. IT'S BEEN HERE FOR AGES. IT'S PART OF THE SINISTER WRONGNESS HERE. JUST ASK YOURSELF...

WHY YOU? YOUR SON? YOUR BROTHER...?

ALEX WAS ONLY HERE FOR A COUPLE OF WEEKS, JEAN. WHEN I WOKE FROM MY COMA, THEY TOLD ME HE WAS ALREADY GONE. ADOPTED. SO WHY...?!



JEAN--

I JUST HAD THIS FLASH... SOMEONE TAKING ALEX AWAY. HE WAS CRYING OUT TO ME TO SAVE HIM.

I... I WANTED TO... BUT IT WAS LIKE I WAS FROZEN... AND COULDN'T MOVE...!

PROBABLY SOME JUMBLED MEMORY FROM THE HOSPITAL... OR ELSE I DREAMT IT.

I MISSED ALEX... AND I WAS JEALOUS. SOMETIMES, I ACTUALLY HATED HIM.

SOMEONE HAD WANTED HIM. THEY SAID NO ONE WOULD WANT ME.

THERE'S LIGHT... THE END OF THE SHAFT.



SCOTT, I CAN "FEEL" SOMETHING DOWN THERE... SO SOFT... LIKE A BUTTERFLY RESTING ON MY HEART.

YOUR TELEPATHIC POWERS ARE RETURNING?

I... DON'T KNOW.

THAT LITTLE GIRL...

... WAS REACHING OUT TO ME. ANYONE WITH ANY SENSITIVITY COULD HAVE FELT IT.

I DIDN'T.

MAYBE THAT'S BECAUSE THEY TAUGHT YOU NOT TO FEEL.

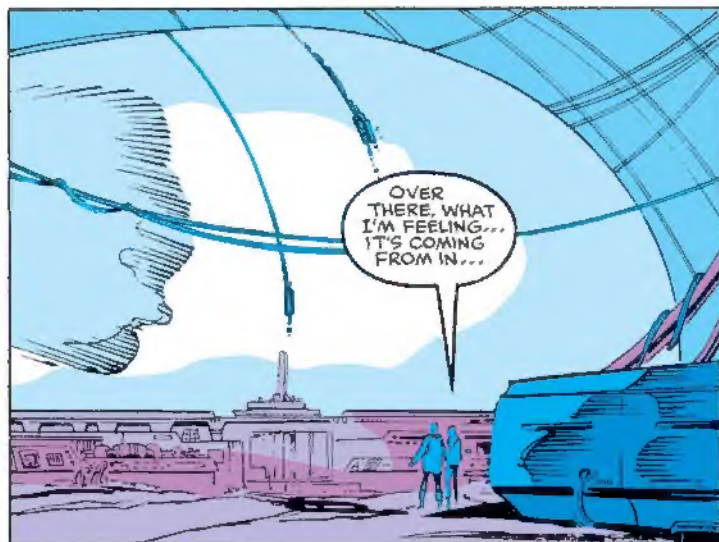
WHAT--?

NOTHING. ANOTHER ZOMBIE GUARDIAN.



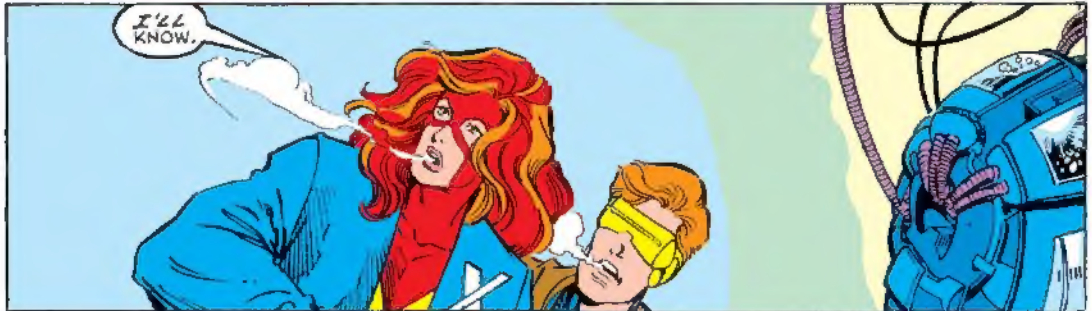
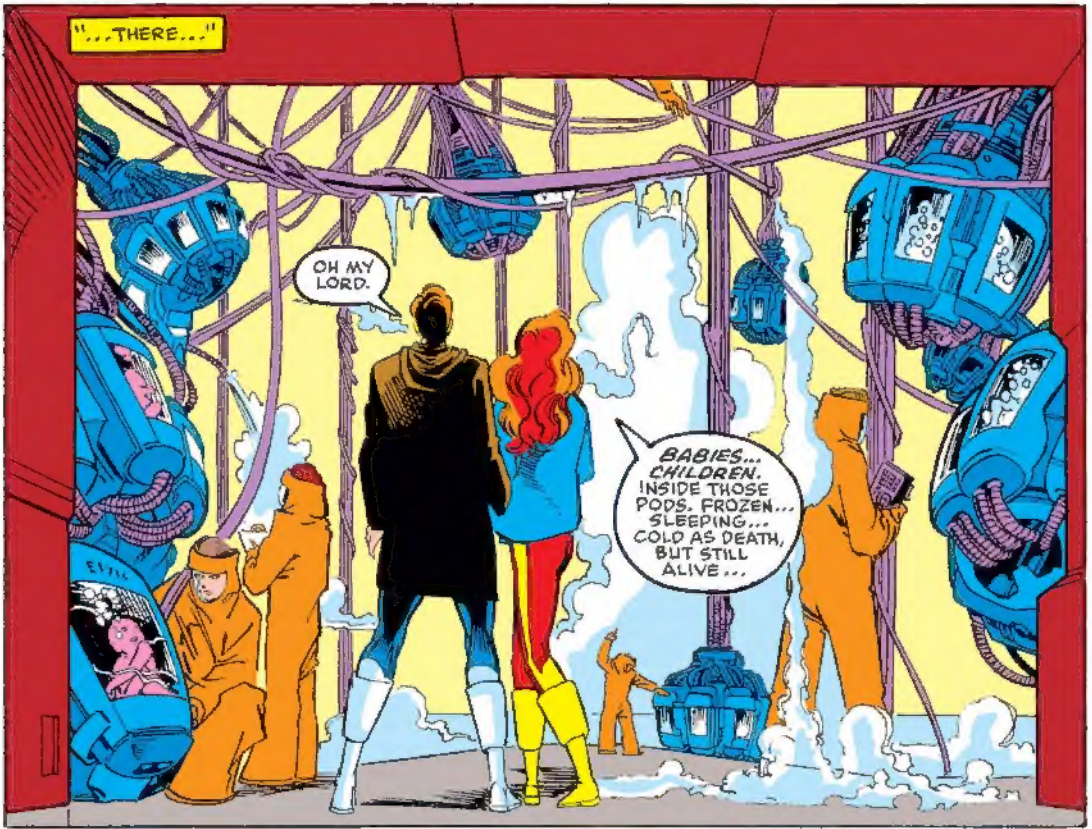
ALL THIS WAS HERE, AND I NEVER KNEW...! I WONDER...

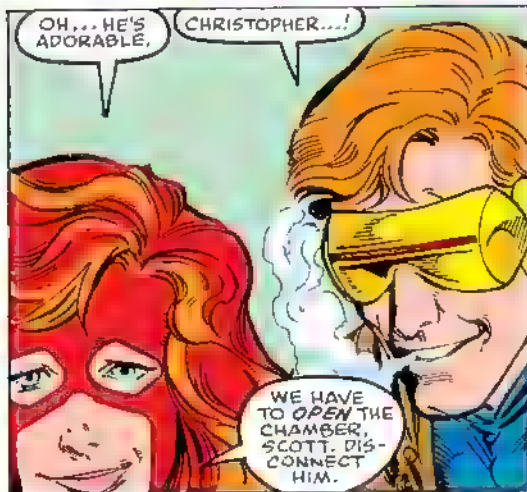
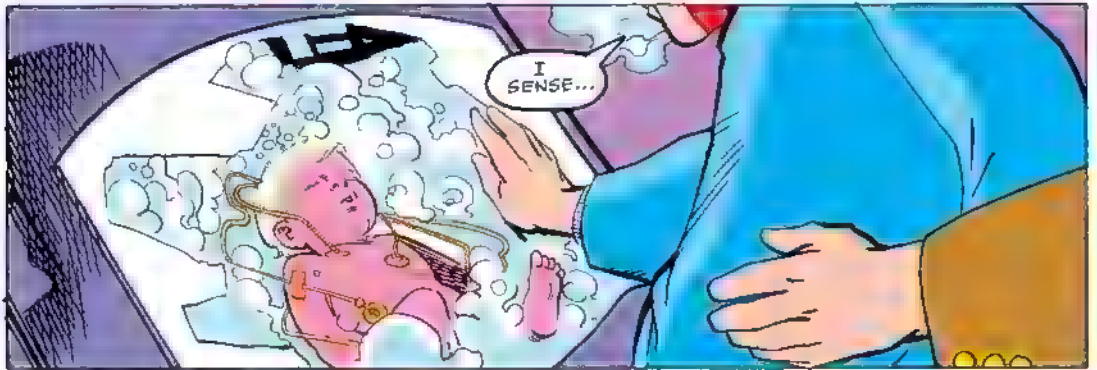
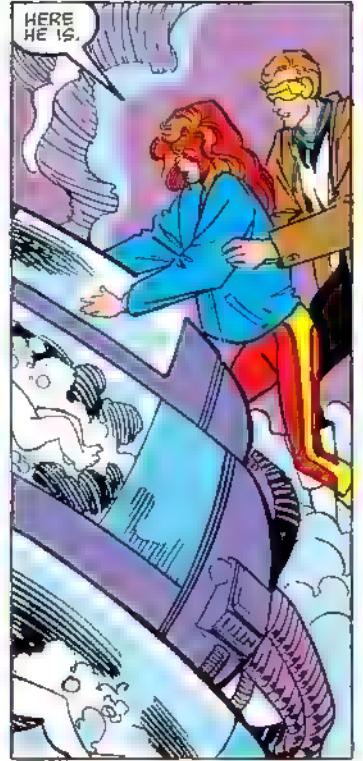
SO DO I. WE'VE JUST BROKEN INTO A SECRET BILLION DOLLAR HIGH-TECH FORTRESS... SO WHY DOESN'T SOMEONE TRY AND STOP US?

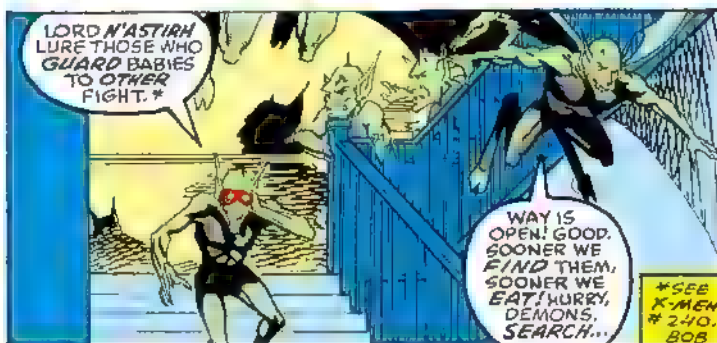
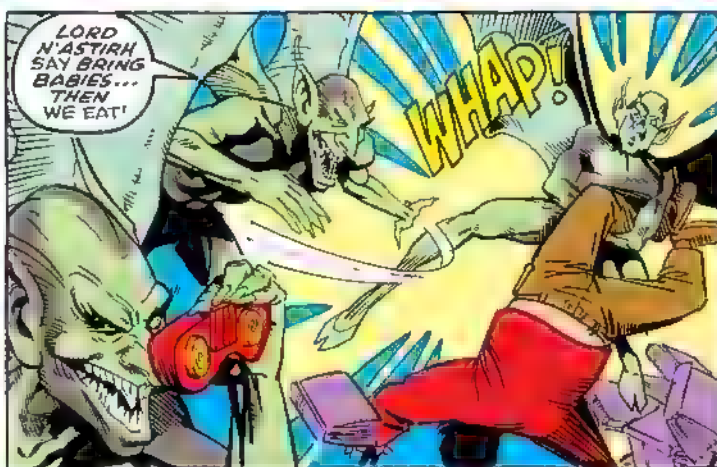
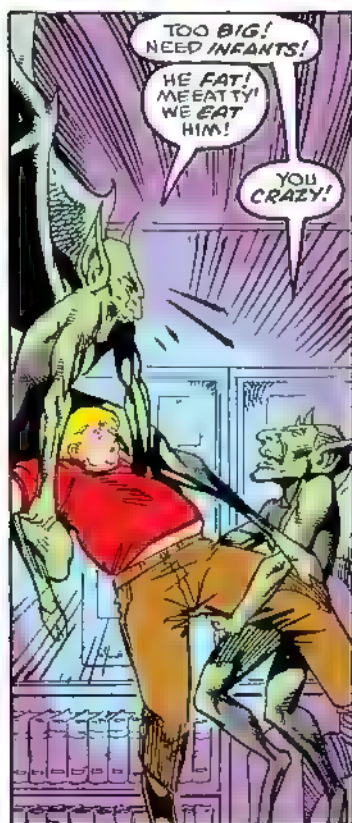
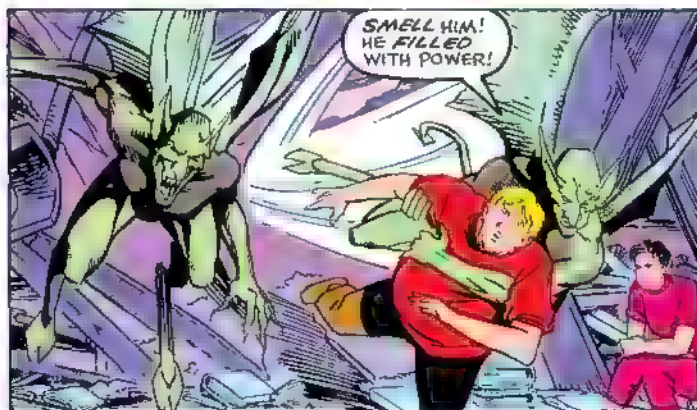
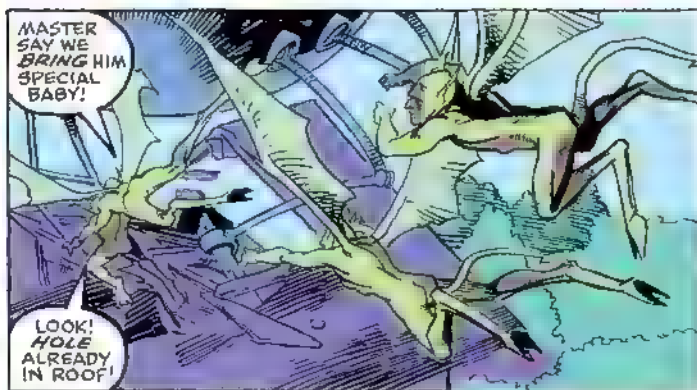
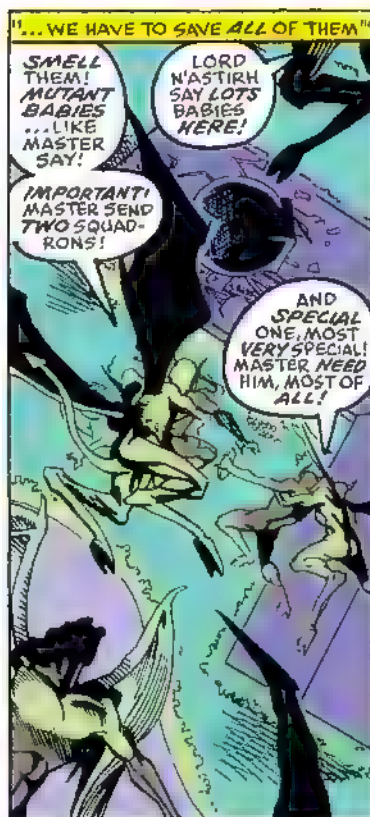


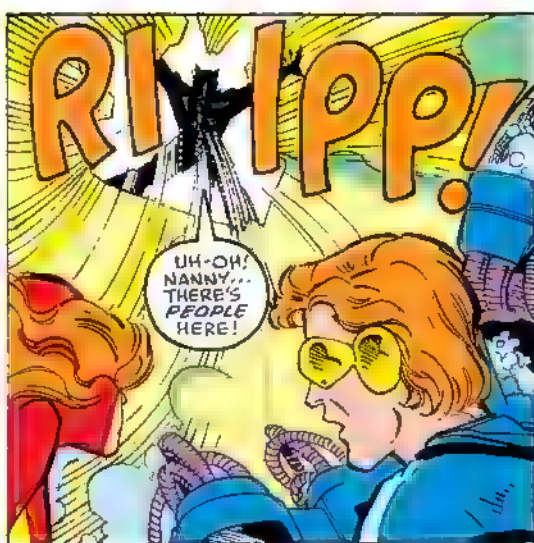
OVER THERE, WHAT I'M FEELING... IT'S COMING FROM IN...

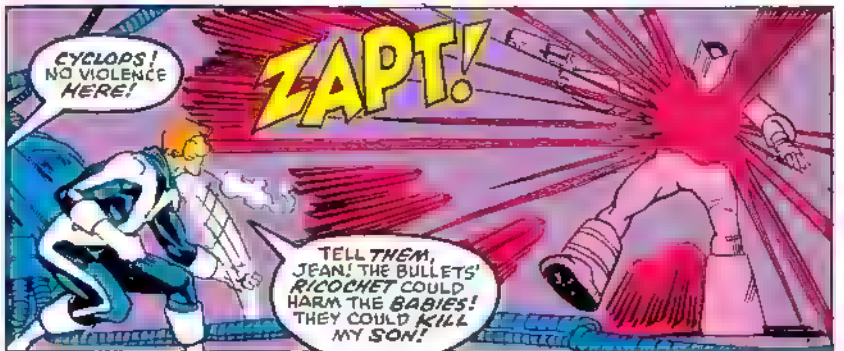
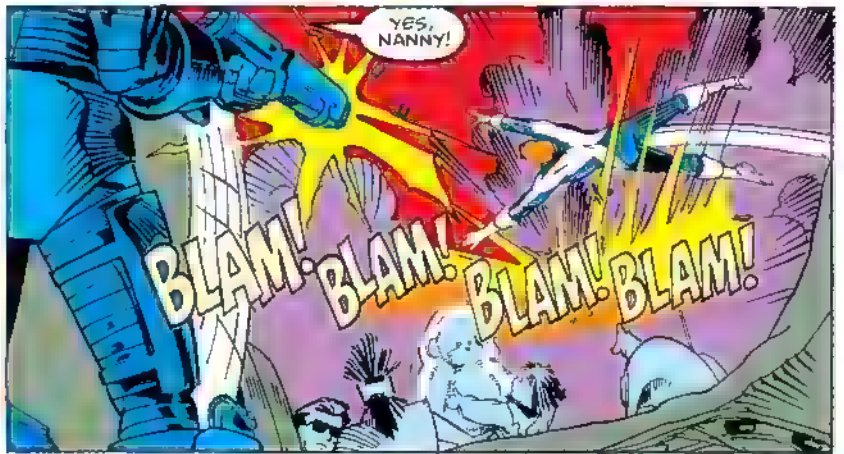
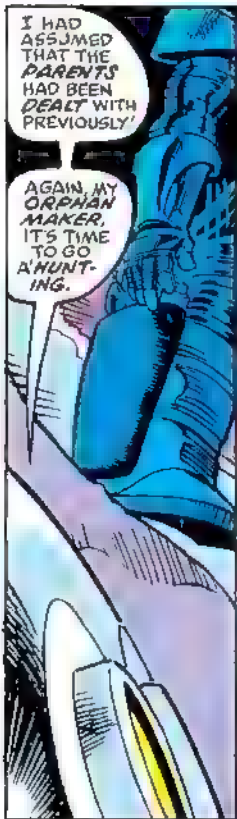
"...THERE..."

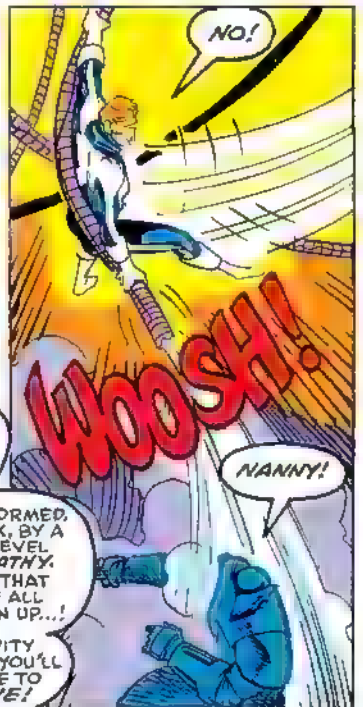
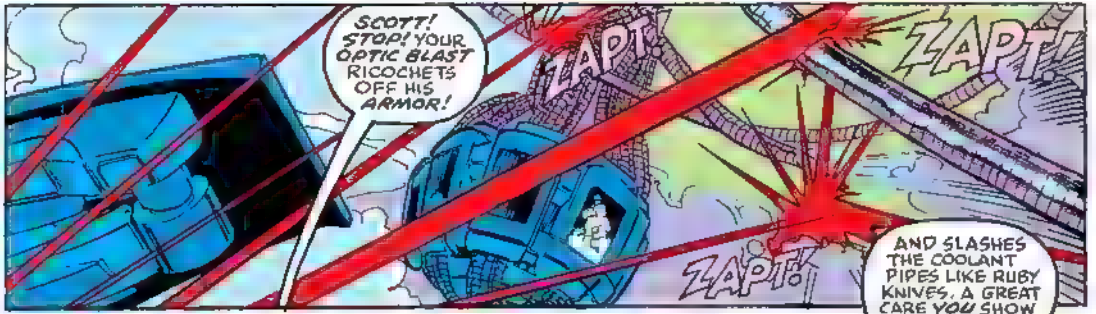


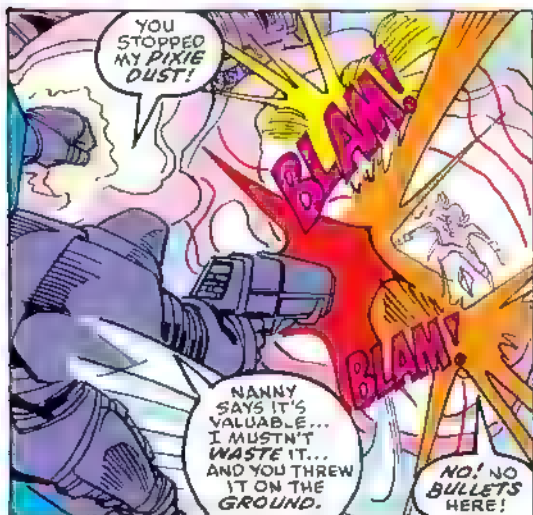
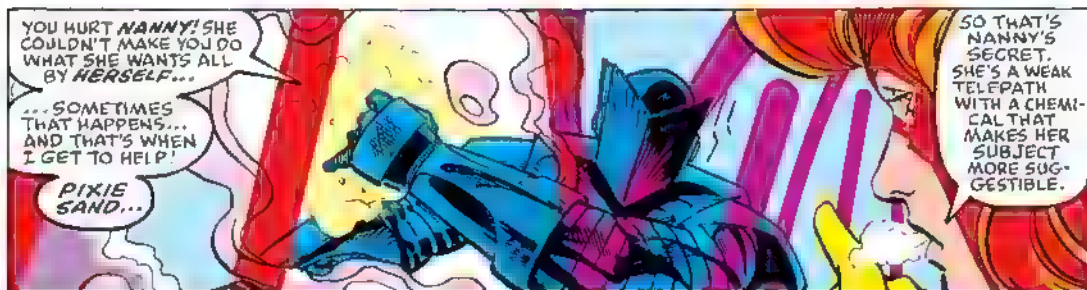
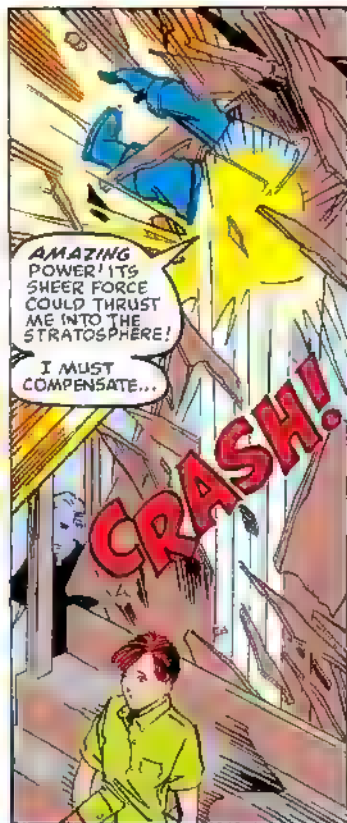
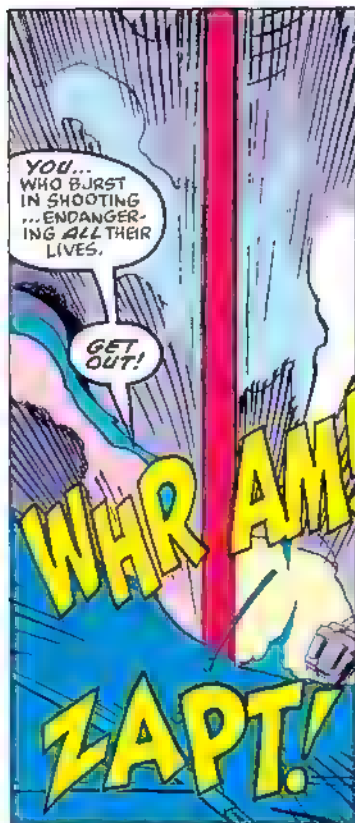
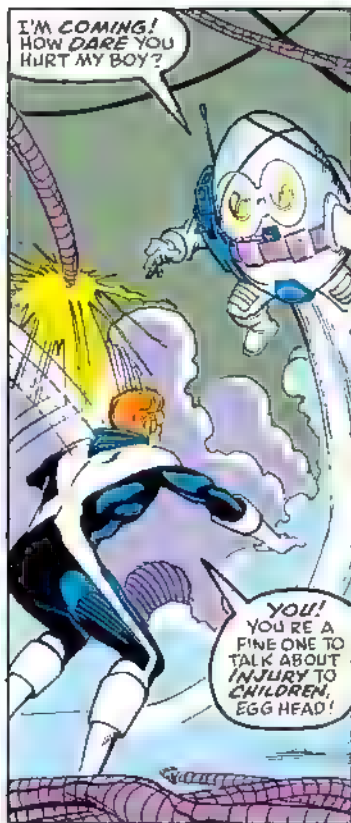


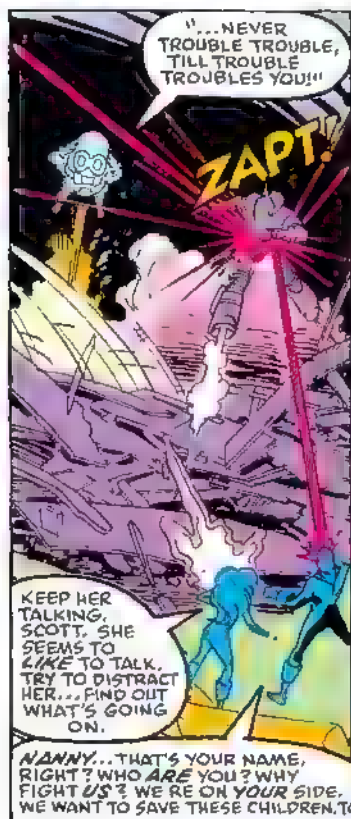
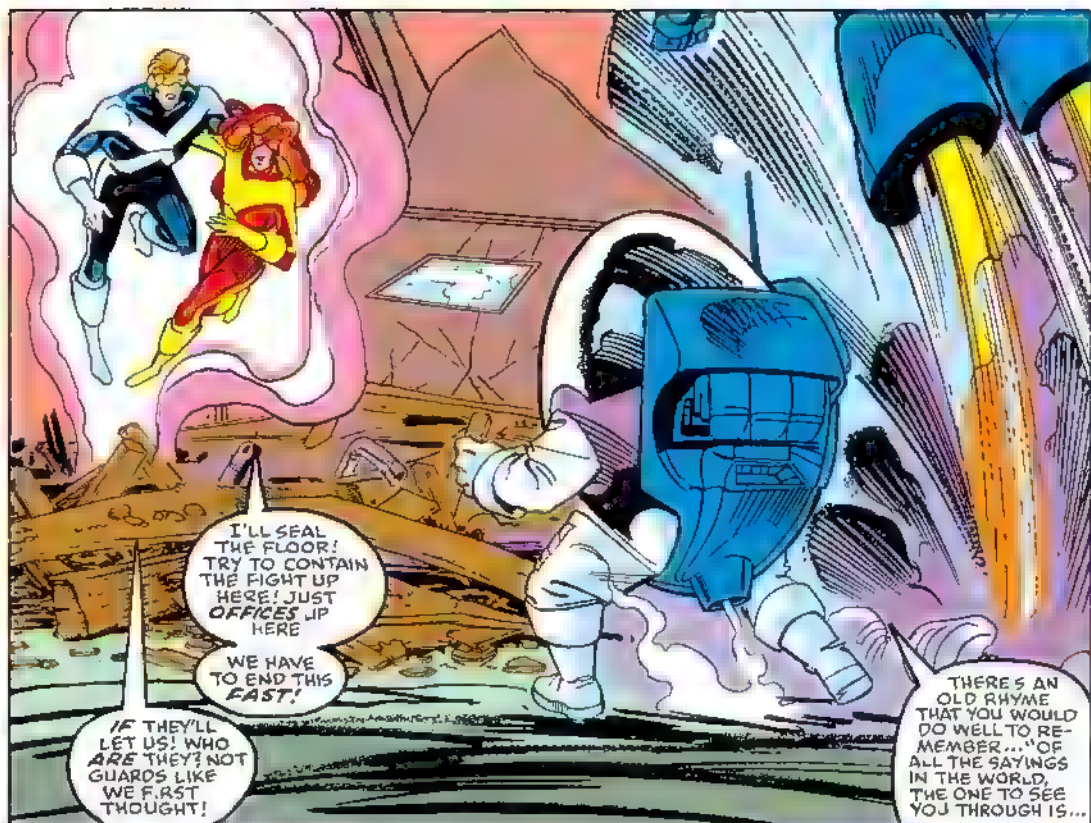


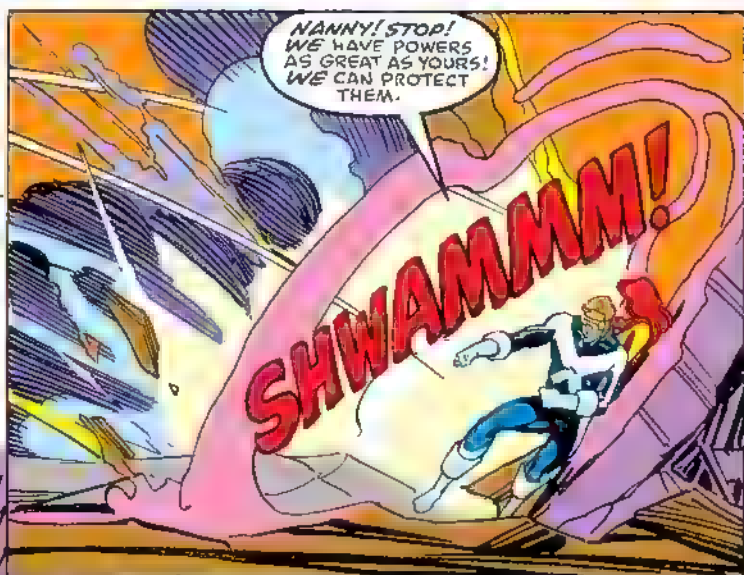
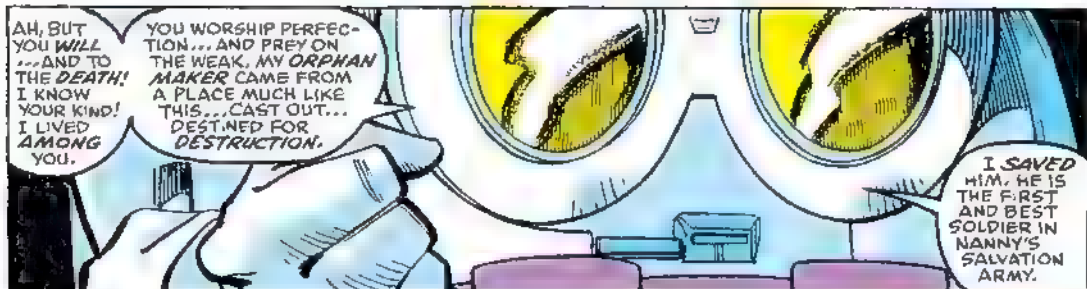














CERTAINLY,
MY ORPHAN
MAKER. YOU
PARENTS CAN'T
SAVE THESE
CHILDREN FROM
THOSE WHO WOULD
EXPLOIT AND
DESTROY THEM.

LOOK!
A FIGHT!

OR
ELSE
THEY
WOULD
NOT BE
HERE NOW!



NO NEED
TO FIGHT!
THEY FIGHT
EACH OTHER
...WHILE WE
STEAL BABIES!

HA! BIG
FIGHT.
IT WAS
BIG
HOLE!



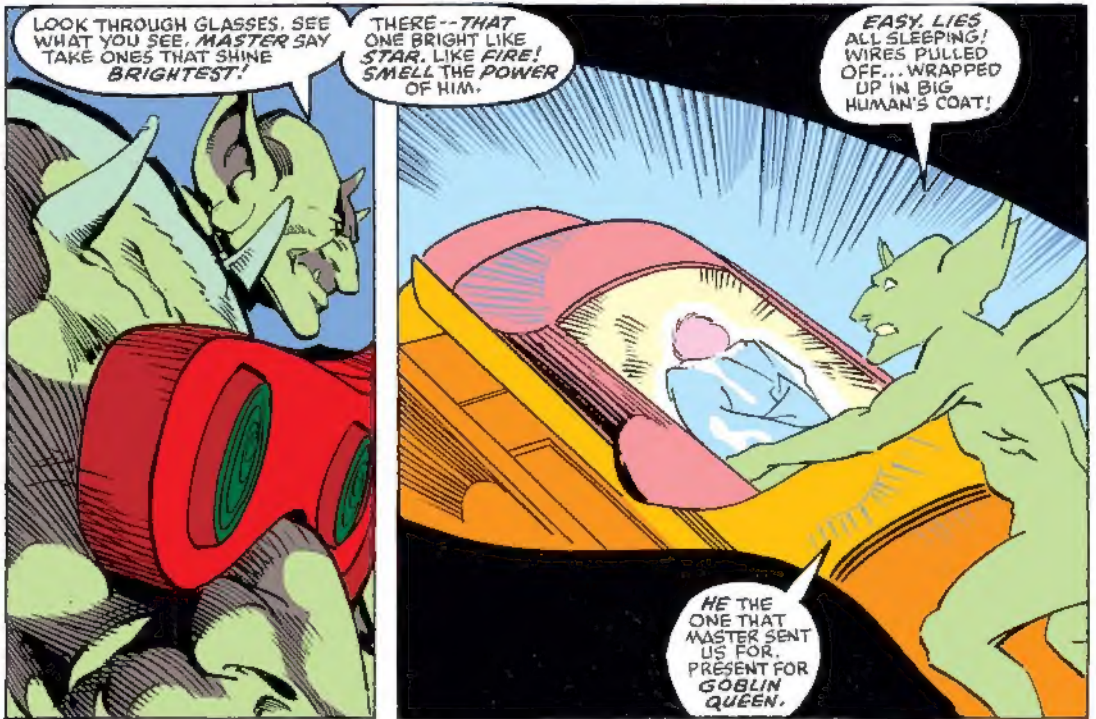
ALL
WAY DOWN
INTO THE
EARTH!

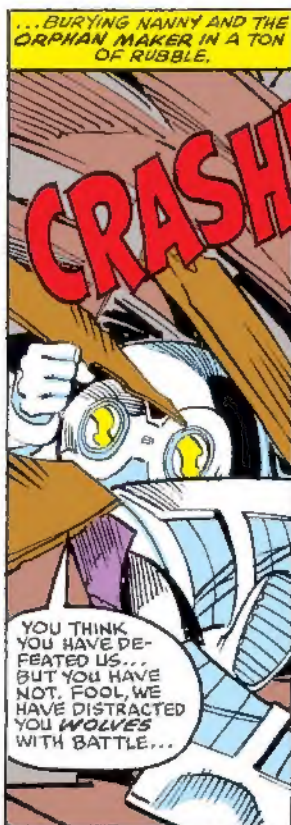


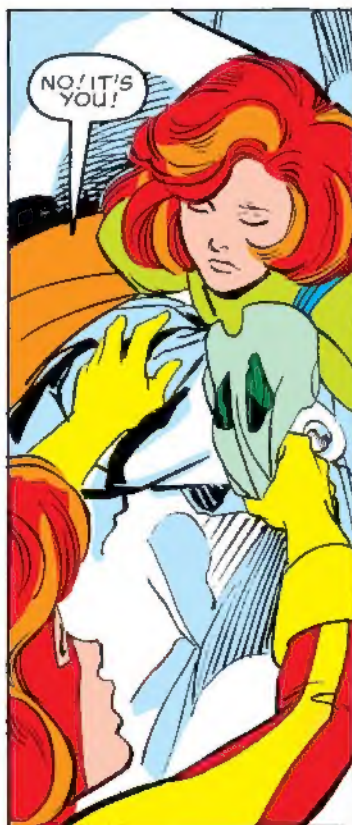
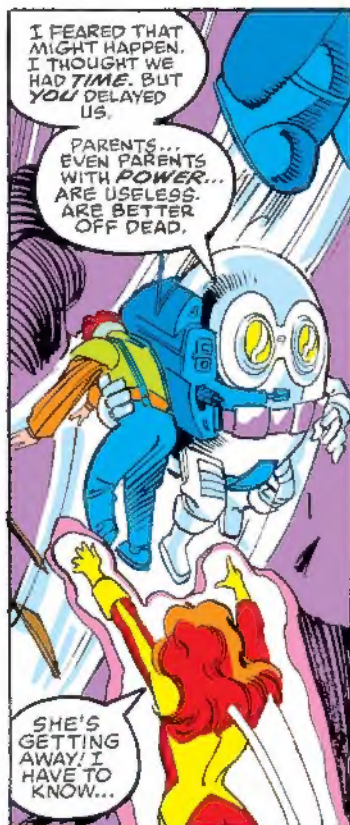
SMELL
POWER!

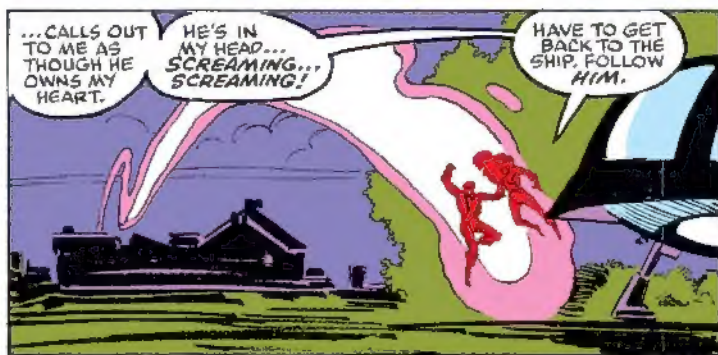
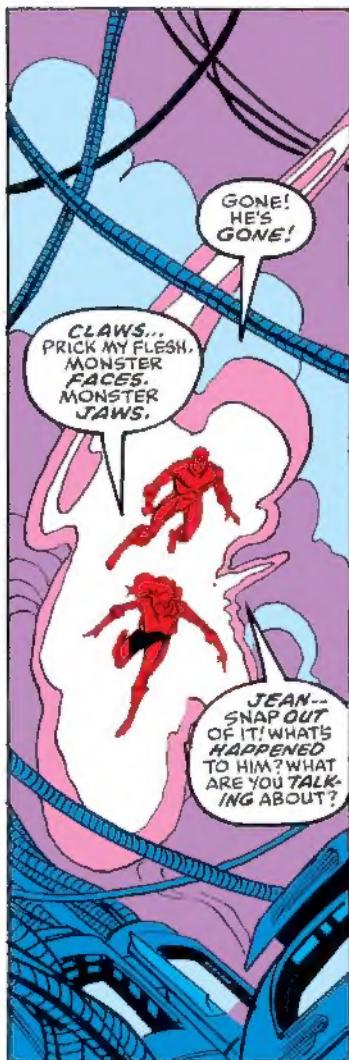
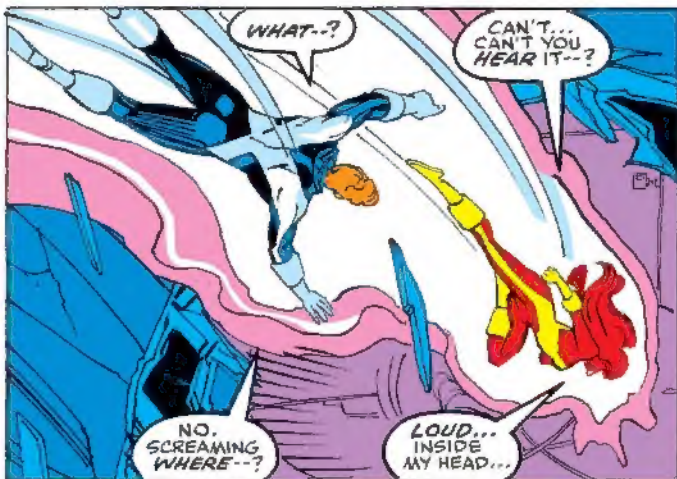
FEEL
POWER!

NEW
POWER!









NEXT ISSUE: **CITY HEAT!** *INFERNO* IS HERE!